

REGENT FUND LTD.

AR44

Prospectus, April 30, 1965

*A mutual fund for investment in
North American growth securities.*



*A copy of this prospectus has been filed with the
Secretary of State of Canada in accordance with
the provisions of the Companies Act.*

REGENT FUND LTD.

A Mutual Fund for Investment
in North American Growth Securities

This Prospectus offers:

1. DIRECT PURCHASE OF SHARES OF REGENT FUND LTD.
2. TAX SAVING RETIREMENT TRUSTS.

The Regent Tax Saving Retirement Trusts are designed for accumulating tax deductible retirement savings up to the limits set forth in Section 79B of the Income Tax Act.

THE FUND

Regent Fund Ltd. (herein sometimes referred to as the "Fund") was incorporated under the Companies Act (Canada) in 1956. It is an open-end mutual fund that will redeem its shares when presented by the holder at the full net asset value thereof, as set forth in this Prospectus.

The Fund's investment adviser, Regent Fund Advisers (1963) Ltd., works in conjunction with Templeton, Dobbrow & Vance, Inc., investment adviser to Canadian and American mutual funds, corporations and individuals with assets under their administration amounting to approximately \$300,000,000.

INVESTMENT POLICY

The main investment objective of the Fund is the growth and conservation of principal over a period of years, with regular income at reasonable rates. The Fund invests in common stocks and convertible securities, warrants and other securities having investment characteristics similar to common stocks. The Fund will include varying amounts of bonds, preferred stocks and other senior securities when such a course is deemed prudent in the judgment of the Board of Directors.

The Fund's portfolio is broadly diversified among Canadian industries and companies. The Fund may also participate in American growth and other securities to such extent as management may in its opinion deem advisable.

Reference is made to the schedule of investments as at December 31, 1964 set forth in this Prospectus.

The Board of Directors reserves the right to take considered risks within the frame-work and restrictions of this investment policy.

The Fund will not:

- (a) Invest more than 10% of the value of the Fund's total assets (taken at market value at time of purchase) in the security of any issuer, except in the case of securities issued or guaranteed by the Government of Canada, any Province thereof, and the United States Government or in other qualified Mutual Funds, subject to (3) below;
- (b) Invest in securities of any issuer if such purchase at the time thereof would cause more than 10% of the voting stock of such issuer to be held by the Fund;
- (c) Purchase securities which are the object of an initial sale and distribution, unless said securities may be lawfully sold in the Province of Quebec;
- (d) Purchase securities on margin or effect short sales;
- (e) Underwrite or participate in the marketing of securities of others;

- (f) Borrow money except under certain exceptional circumstances, or for redemption of shares. Such loans, in any event, shall never exceed 5% of the Fund's total assets (taken at market value at time of borrowing);
 - (g) Make any loan to or grant any loan to any officer or director of the Fund, its manager or its sales organization;
 - (h) Purchase securities other than through normal public market facilities, except under certain exceptional circumstances, and the purchase price must approximate the prevailing market price or be negotiated on an arm's length basis;
 - (i) Invest in any security which may, by its terms, require the Fund to make an additional contribution;
 - (j) Purchase or sell commodities or commodity contracts;
 - (k) Make loans guaranteed or secured by hypothecs (or mortgages);
 - (l) Purchase real estate.
2. Any officer, director or employee of the Fund engaged in investment research or participating in any way in any investment decision with respect to the securities of a company in which such officer, director or employee has any interest, direct or indirect, shall immediately disclose such interest.
3. The Fund will not invest in securities of another open-end mutual fund.

REGENT TAX SAVING RETIREMENT TRUSTS

Regent Tax Saving Retirement Trusts qualify as registered retirement savings plans under Section 79B of the Income Tax Act of Canada which permits an individual Canadian taxpayer to deposit with the trustee of such a plan up to 10% of earned income (as defined) up to a maximum deposit of \$2,500 for any taxation year and to deduct the amount of such deposit in determining taxable income. If the taxpayer is also a member of a registered pension fund or plan to which an employer contributes, the maximum contribution to both plans deductible by the taxpayer in computing his taxable income is 10% of his earned income with a maximum of \$1,500 a year.

The Royal Trust Company, Toronto, Ontario (herein sometimes called the "Trustee") is the trustee of the Regent Tax Saving Retirement Trusts.

All deposits made by a Trust Member with the Trustee under a Regent Tax Saving Retirement Trust, after authorized deductions, will, within two business days from the date of receipt be invested by the trustee in shares of the Fund. The shares will be purchased on a voluntary cash basis less the commission payable on a direct purchase as set out in paragraph (14) of the Statutory Information of this Prospectus and less a charge by the Trustee on the following basis: purchase from \$1.00 through \$99.99 — \$1.00; \$100.00 through \$149.99 — \$1.25; \$150.00 through \$166.65 — \$1.50; \$166.66 through \$208.32 — \$1.75 and over \$208.32 — \$2.00.

Dividends and distributions on Fund shares held in a Regent Tax Saving Retirement Trust are automatically reinvested without charge at net asset value in further Fund shares.

The Trustee will not vote the Fund shares but will forward proxies with respect to all such shares to the Trust Member who, if he wishes to exercise voting rights, may designate on the proxy how he wants his Fund shares voted and send the proxy to the Fund, or if he wishes, he may attend and vote at any Fund shareholders' meeting in person.

Termination of the Trust

After a Member has reached his intended retirement age or such earlier age as the Member may choose, the Fund shares will be presented by the Trustee for redemption at their net asset value. Pursuant to the

requirements of the Income Tax Act, the proceeds of such redemption will be used by the Trustee to purchase an annuity in any one of the optional forms permitted by the Income Tax Act selected by the Trust Member.

If the Member should die before his annuity is purchased, the proceeds of redemption of the Fund shares held for him will be paid in cash to his estate subject to deduction of any taxes which the Fund is required by law to withhold.

Tax Status of Trust Members

Use of the Regent Tax Saving Retirement Trusts carries with it two benefits under Canadian income tax law.

Firstly, subject to the limits referred to above, the deposits made by a trust member to his Regent Tax Saving Retirement Trust are deductible from his current income for the purpose of determining his taxable income. In the normal case the proceeds of his Fund shares will be used to purchase an annuity for such member and only when he receives such annuity will he be subject to income taxes. If this occurs when the trust member's income from other sources is reduced by reason of his retirement, such taxes will probably be at comparatively low rates.

Secondly, dividends and distributions, whether out of income or from capital gains, accruing to the Fund shares while held in the Trust, are received by the Trustee free of Canadian and Provincial income taxes. Dividends received by the Trustee representing income of the Fund derived from dividends on the American stocks in its portfolio and interest on its American taxable bonds are at present subject to a withholding tax of 15%.

If the Member should die before his annuity is purchased, the proceeds of his shares when paid by the Trustee to his estate will be subject to a withholding tax under the existing tax laws of Canada.

The foregoing statements represent the opinion of legal counsel for the Fund, based on the existing tax statutes and treaties. No representation can be made as to the effect of any possible changes in the applicable laws.

DIRECT PURCHASE OF FUND SHARES

An investor may purchase shares of the Fund through selected registered security dealers at the public offering price in effect at the time of purchase. Such offering price is: the net asset value plus a selling commission equivalent to 8.50% of the offering price. This selling commission is reduced on larger sales to 1%. Full details of the commission payable appear in paragraph 14 of the Statutory Information of the Prospectus.

All remittances for purchases of shares should be made payable to the Custodian, The Royal Trust Company.

All dividends and distributions will be reinvested in additional shares of the Fund at net asset value, unless a shareholder exercises the option of requesting payment in cash. For the convenience of shareholders, certificates for shares issued on payment of such dividends and distributions will not be delivered but each shareholder's ownership of such shares will be registered in a re-investment account at The Royal Trust Company. When requested, The Royal Trust Company will issue a certificate for the shares held in a re-investment account. Shareholders whose accounts are maintained by The Royal Trust Company will have all the rights of other shareholders with respect to shares so registered.

Tax Status

The Fund pays out substantially all its net income by way of dividends. Net income does not include amounts realized from sales of portfolio investments.

Individual shareholders who are resident in Canada are normally entitled in the opinion of Counsel to the Fund, to claim as a deduction from the Federal Income Tax otherwise payable by them, an amount equal to twenty percent (20%) of the dividends received by them from the Fund subject to the terms and conditions set forth in Section 38 of the Income Tax Act.

The special tax status of Members of Regent Tax Saving Retirement Trusts is set forth in detail on page 2 of this Prospectus.

Dividend Policy

The directors propose to pay out in annual dividends substantially all of the Fund's net income received from dividends and/or interest on any and all of the Fund's investments.

REDEMPTION OF SHARES

Regent Fund shares are redeemable for cash at the net asset value thereof. Reference is specifically made to paragraph 9 of the Statutory Information of this Prospectus for a full statement of the rights attached to the shares including the rights to redemption set forth in sub-paragraph 4 of the said paragraph.

TRUSTEE AND CUSTODIAN

The Royal Trust Company, Toronto, Ontario, is trustee of the Regent Tax Saving Retirement Trusts and custodian of the Fund's portfolio. The property held by the custodian shall be surrendered only on the written order of the Fund and the custodian may act in all matters on instructions given by or on behalf of the Fund by any two of its officials. The Fund has agreed to pay the custodian's fees and charges prevailing from time to time and normally charged by it for such services, together with all expenses paid or incurred by the custodian with respect thereto.

The Custodian's annual safekeeping fee for the portfolio based on the market value thereof is:

- on the first \$500,000 1/10 of 1% per annum
- on the next \$4,500,000 1/20 of 1% per annum
- on the next \$5,000,000 1/30 of 1% per annum
- on the next \$10,000,000 1/40 of 1% per annum
- on the next \$20,000,000 1/50 of 1% per annum

Reports and Auditors

Arthur Andersen & Co., Chartered Accountants are the auditors of the Fund. Each shareholder and trust member receives an annual report of the Fund. Trust members receive, in addition, an annual statement of the shares and cash, if any, held for their trust account.

Management

The directors and officers of the Fund and their principal occupations are set out on page 12 of this Prospectus.

Investment Adviser

The investment adviser of the Fund is Regent Fund Advisers (1963) Ltd. 630 Dorchester Blvd., W., Montreal. The investment adviser has access to the statistical data and research facilities of Templeton,

Dobbrow & Vance Inc., 30 Rockefeller Plaza, New York. The fees payable to the investment adviser are set out in paragraph (5), of the Statutory Information of this Prospectus.

Distributor and Sales Commissions

The distributor of the Fund is I.O.S. of Canada Ltd., whose principal office is at 630 Dorchester Blvd. W., Montreal. The distributor receives a sales commission ranging from 8.50% to 1% as set out in paragraph (14) of the Statutory Information.

Letter of Intent

An investor who intends to invest in the Fund's shares, an aggregate amount which would normally be entitled to a reduced acquisition charge, may execute a Letter of Intent as provided. Reference is made to Paragraph (14) of the Statutory Information regarding Sales Commissions.

An investor completing the intended total purchase within the specified period will benefit from the reduced acquisition charge on the entire investment. Excess acquisition charges previously paid will be refunded in additional shares of the Fund, at the net asset value in effect at completion.

- A. The minimum total required to complete a 13-month Letter of Intent is \$10,000.
The minimum initial investment required for the 13-month Letter of Intent is \$3,000.
- B. The minimum total requirement for the 24-month Letter of Intent is \$50,000.
The minimum initial investment required for the 24-month Letter of Intent is \$10,000.

One copy of the signed Letter of Intent must precede or accompany the first payment. All subsequent investments, and the final investment must indicate that the investment is being made in accordance with the Letter of Intent.

REGENT FUND LTD.
STATEMENT OF ASSETS AND LIABILITIES
DECEMBER 31, 1964

ASSETS

Investment in securities, at quoted market (average cost \$217,773) (Note 3).....	\$288,028
Cash.....	10,107
Dividends receivable.....	489
Receivable for securities sold.....	19,111
	<u>\$317,735</u>

LIABILITIES

Accounts payable and accrued liabilities (Note 2).....	4,279
Payable for securities purchased.....	9,740
Net assets applicable to 43,707 outstanding shares, equivalent to \$6.95 per share.....	<u>\$303,716</u>

SHAREHOLDERS EQUITY

DECEMBER 31, 1964

Net amounts received from shareholders (exclusive of amount for participation in reinvested net income):		
Deferred shares, \$1 par value, 100 shares authorized, none issued		
Common shares, \$1 par value		
Shares authorized.....	2,000,000	
Shares issued and redeemed.....	37,583	
Shares issued and outstanding.....	43,707	\$43,707
Contributed surplus — excess over par value of amounts received from sale of common shares, less amounts paid out for redemption of shares and exclusive of amounts credited to reinvested net income.....		169,657
		<u>\$213,364</u>
Reinvested net income.....	4,263	
Amount for participation in reinvested net income included in price of shares outstanding...	4,127	
Net realized gain on investments.....	11,810	
Net unrealized appreciation of investments.....	70,152	
Net assets applicable to outstanding shares.....		<u>\$303,716</u>

The accompanying notes are an integral part of this statement.

APPROVED ON BEHALF OF THE BOARD

(Signed) ROBERT F. SUTNER, Director

(Signed) R. M. FOWLER, Director

REGENT FUND LTD.
STATEMENT OF CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 1964

Net assets, December 31, 1963		\$214,774
Increase (Decrease) in undistributed net income:		
Net investment income.....	\$ 2,916	
Less—Cash dividends paid, 19¢ per share	(8,304)	(5,388)
	<hr/>	
Net amount for participation in reinvested net income included in price of shares issued or redeemed		2,670
Net realized gain on investments:		
Proceeds from sale.....	\$123,105	
Cost of investments sold (Note 3)	116,534	6,571
	<hr/>	
Increase in unrealized appreciation of investments.....		35,905
Capital stock issued and redeemed (exclusive of amount for participation in reinvested net income):		
Proceeds of 7,532 shares issued.....	\$ 50,693	
Cost of 264 shares redeemed.....	(1,509)	49,184
	<hr/>	
Increase of 7,268 shares		
		<hr/>
Net assets, December 31, 1964		<u>\$303,716</u>

The accompanying notes are an integral part of this statement

STATEMENT OF NET INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 1964

INVESTMENT INCOME.....		\$ 7,922
FEES AND EXPENSES:		
Audit.....	\$ 1,600	
Custodian's.....	250	
Directors'	300	
Transfer agent and registrar's.....	250	
Management.....	1,300	
Miscellaneous.....	1,306	5,006
	<hr/>	
Net investment income for the year.....		<u>\$ 2,916</u>

The accompanying notes are an integral part of this statement.

REGENT FUND LTD.
SCHEDULE OF INVESTMENTS
DECEMBER 31, 1964

	Shares	Average Cost	Market
PREFERRED SHARES			
Velok Ltd.....	200	\$ 2,850	\$ 8,000
COMMON SHARES			
Bathurst Power & Paper Co. Ltd.....	500	\$ 11,025	\$ 12,250
B.C. Forest Products Ltd.....	700	8,800	20,650
Brunswick Mining & Smelting Corp. Ltd.....	1,000	15,500	15,000
Canadian Hydrocarbons Ltd.....	800	9,455	20,000
Canadian Pacific Railway Co.....	300	15,762	18,412
Canadian Westinghouse Co. Ltd.....	200	8,080	10,000
Cassiar Asbestos Corp. Ltd.....	800	9,600	9,300
Crown Life Insurance Co.....	20	9,740	9,300
Crush International Ltd.....	1,000	11,375	12,500
Falconbridge Nickel Mines Ltd.....	200	15,115	16,500
Fleetwood Corp.....	400	4,625	8,500
Fruehauf Trailer Co. of Canada Ltd.....	800	8,023	8,800
Home Oil Co. Ltd. — B.....	800	6,816	14,800
Industrial Life Insurance Co.....	62.5	12,350	14,063
International Nickel Co. of Canada, Ltd.....	200	15,651	18,025
Loblaw Companies Ltd. — B.....	800	6,987	6,900
Massey-Ferguson Ltd.....	900	9,662	24,525
Zenith Electric Supply Ltd.....	2,600	6,357	10,400
		<u>\$184,923</u>	<u>\$249,925</u>
NOTE RECEIVABLE			
Industrial Acceptance Corp. Ltd.....		\$ 30,000	\$ 30,103
		<u>\$217,773</u>	<u>\$288,028</u>

The accompanying notes are an integral part of this schedule.

REGENT FUND LTD.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1964

1. The Fund is an open-end investment company formed for the purpose of investing in bonds, debentures, stocks, shares and securities of all kinds. I.O.S. of Canada Ltd., a subsidiary of I.O.S., Ltd. (S.A.), is designated as the exclusive distributor of the common shares of the Fund. The distributor receives a commission from the amounts paid by investors of between 1% and 8½%, after which the Fund receives an amount equivalent to the net asset value per share as of the date of sale.
2. Regent Fund Advisers (1963) Ltd., for a quarterly fee of 1/8th of 1% of the Fund's total net assets, agrees to provide management services and to pay all expenses of the Fund from June 1, 1963, to March 31, 1965, except transfer agency and custodian fees, certain printing and distribution costs, auditing fees, brokerage costs or commissions and all taxes.
3. Cost of investments sold was determined on the basis of average cost

AUDITORS' REPORT

TO THE SHAREHOLDERS,
REGENT FUND LTD.:

We have examined the statement of assets and liabilities and the schedule of investments of REGENT FUND LTD. (a Canada corporation) as of December 31, 1964, and the related statements of changes in net assets and net investment income for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying financial statements present fairly the financial position of Regent Fund Ltd. as of December 31, 1964, and the results of its operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Ontario,
February 23, 1965.

(Signed) ARTHUR ANDERSEN & Co.
Chartered Accountants.

REGENT FUND LTD.
SUMMARY OF EARNINGS
FOR THE EIGHT FISCAL PERIODS ENDED DECEMBER 31, 1964

	Earnings before deducting provision for income taxes	Provision for income taxes	Net earnings	Net gains or (losses) on sale of investments
		(Note 3)	(Note 1)	(Note 2)
Period from July 23, 1956 to March 31, 1958 (Note 4)	\$2,909	\$435	\$2,474	\$ —
Year ended March 31, 1959.....	3,046	100	2,946	5,917
Year ended March 31, 1960.....	2,942	—	2,942	2,001
Period from March 31, 1960 to December 31, 1960.....	113	28	85	(15,661)
Year ended December 31, 1961.....	5,184	104	5,080	6,184
Year ended December 31, 1962.....	6,369	88	6,281	4,938
Year ended December 31, 1963.....	4,461	—	4,461	1,859
Year ended December 31, 1964.....	2,916	—	2,916	6,571

NOTES:

1. There are no material non-recurring items of income or expense reflected in the above earnings figures.
2. Net gains or losses on sale of investments are not entered in the income of the Company but are reflected separately in the Statement of Changes in Net Assets and the Statement of Net Realized Gain on Investments.
3. A substantial portion of the Company's income consists of dividends which are exempt from income taxes since they are received from taxable Canadian corporations.
4. The Company was incorporated on July 23, 1956, but did not commence business until April, 1957.

To the Directors,

REGENT FUND LTD.:

We have examined the summary of earnings for the three years 1962, 1963 and 1964. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the above summary of earnings presents fairly the results of the operations of Regent Fund Ltd. for three years ended December 31, 1964, 1963 and 1962 in conformity with generally accepted accounting principles applied on a consistent basis during the period.

Toronto, Ontario
February 23, 1965.

(Signed) ARTHUR ANDERSEN & Co.
Chartered Accountants

To the Directors,

REGENT FUND LTD.:

We have examined the summary of earnings for the five fiscal periods ended December 31, 1961. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the above summary of earnings presents fairly the results of the operations of Regent Fund Ltd. for the five fiscal periods ended December 31, 1961, in conformity with generally accepted accounting principles applied on a consistent basis during the periods.

Toronto, Ontario
March 7, 1962.

(Signed) RIDDELL STEAD GRAHAM & HUTCHISON
Chartered Accountants

REGENT FUND LTD.
SUMMARY OF CHANGES IN SURPLUS ACCOUNTS
FOR THE YEAR ENDED DECEMBER 31, 1964

STATEMENT OF CONTRIBUTED SURPLUS

Balance beginning of period.....	\$127,741
Excess of amounts received for common shares sold over par value thereof and portion applicable to reinvested net income.....	<u>\$ 43,161</u>
	\$170,902
Excess of amounts paid for common shares redeemed over par value thereof and portion applicable to reinvested net income.....	<u>\$ 1,245</u>
Balance end of period.....	<u><u>\$169,657</u></u>

STATEMENT OF REINVESTED NET INCOME

Balance beginning of period.....	\$ 9,652
Net investment income.....	<u>\$ 2,915</u>
	\$ 12,567
Cash dividends paid.....	<u>\$ 8,304</u>
Balance end of period.....	<u><u>\$ 4,263</u></u>

STATEMENT OF AMOUNT PAID FOR PARTICIPATION IN REINVESTED

NET INCOME INCLUDED IN PRICE OF SHARES SOLD

Balance beginning of period.....	\$ 1,456
Net amount for participation in reinvested net income included in price of shares issued or redeemed.....	<u>\$ 2,671</u>
Balance end of period.....	<u><u>\$ 4,127</u></u>

STATEMENT OF NET REALIZED GAIN ON INVESTMENTS

Balance beginning of period.....	\$ 5,239
Proceeds from investment sold.....	<u>\$123,105</u>
	\$128,344
Cost of investment sold.....	<u>\$116,534</u>
Balance end of period.....	<u><u>\$ 11,810</u></u>

STATEMENT OF NET UNREALIZED APPRECIATION OF INVESTMENTS

Balance beginning of period.....	\$ 34,247
Increase in unrealized appreciation of investments.....	<u>\$ 35,905</u>
Balance end of period.....	<u><u>\$ 70,152</u></u>

STATUTORY INFORMATION

(1) The full name of the Company is "REGENT FUND LTD." (herein sometimes called the "Fund") and the address of its head office is 97 Queen Street, Charlottetown, Prince Edward Island. The Fund's principal place of business is Suite 450, C-I-L House, 630 Dorchester Boulevard West, Montreal, Quebec.

(2) The Fund was incorporated under the Companies Act of Canada by letters patent dated July 23, 1956. Supplementary letters patent have been issued to the Fund dated August 27, 1956 and March 7, 1961 respectively. The former supplementary letters patent provide for the issuance of share warrants while the latter changed the provisions of the Fund's letters patent with respect to the conditions attaching to its shares in two respects: (1) references to the Montreal Stock Exchange were changed to the Toronto Stock Exchange, and (2) references to the Fund's principal office in Montreal for purposes of notice to the Fund were changed to such office or agency as the Fund may designate or, failing such designation, the head office of the Fund. Reference is made to paragraph (9) hereof which reflects these changes.

(3) The general nature of the business actually transacted by the Fund is the investment of its assets in securities. Reference is hereby expressly made to the caption "Investment Policy" appearing on pages 1 and 2 of this prospectus.

(4) The names in full, present occupations and home addresses in full of the directors and officers of the Fund, are as follows:

DIRECTORS

ROBERT FREDERICK SUTNER.....	Executive.....	56 Balsam Drive, Baie D'Urfe, Quebec.
PITER POEL.....	Security Analyst.....	11 Grandview Terrace, Tenafly, New Jersey.
EDWARD MORTON COWETT.....	Attorney at Law.....	14 Chemin du Vengeron, Chambesy, Geneva, Switzerland
JAMES HAROLD CRANG.....	Investment Dealer.....	49 Burton Road, Toronto, Ontario.
JOHN LOUIS SCHROEDER.....	Executive.....	119 Mackay Drive, Bergenfield, New Jersey.
ROBERT McLAREN FOWLER.....	Executive.....	36 Summit Circle, Westmount, Quebec.
WILSON W. WYATT.....	Attorney.....	1001 Alta Vista Rd., Louisville, Kentucky

OFFICERS

JOHN LOUIS SCHROEDER.....	President.....	119 Mackay Drive, Bergenfield, New Jersey.
PITER POEL.....	Vice-President.....	11 Grandview Terrace, Tenafly, New Jersey.
ROBERT FREDERICK SUTNER.....	Vice-President and Treasurer...	56 Balsam Drive, Baie D'Urfe, Quebec.
RAFAEL DONALD PEARSON.....	Assistant Treasurer and Secretary.....	5250 Dudemaine St., Montreal, Quebec.

(5) The Fund has no investment advisory committee. The Fund has retained as investment adviser Regent Fund Advisers (1963) Ltd. (herein referred to as the "Investment Adviser"). As set forth in paragraph (30) hereof, all of the outstanding shares in the capital of Regent Fund Advisers (1963) Ltd. are owned by I.O.S. of Canada Ltd. The Investment Adviser has access to the statistical data and research facilities of Templeton, Dobbrow & Vance, Inc., 30 Rockefeller Plaza, New York, N.Y., U.S.A.

Templeton Dobbrow & Vance Inc. receive no remuneration from the Fund, its fees being paid in their entirety by Regent Fund Advisers (1963) Ltd. out of the remuneration it receives from the Fund.

The final authority for investing in securities rests with the Board of Directors of the Fund.

The Investment Adviser has agreed to furnish the Fund with advice and recommendations with respect to investments and the purchase and sale of securities. The Investment Adviser receives, for the period hereinafter mentioned, a quarterly fee of $\frac{1}{8}$ of 1% of the total net assets of the Fund as of the last business day in each quarter.

The Fund has agreed to bear the following expenses:

- (i) transfer agency fees to be charged by The Royal Trust Company, registrar and transfer agent in respect of the common shares in the capital stock of the Fund;
- (ii) custodian fees to be charged by The Royal Trust Company, custodian of the securities held for the Fund's portfolio;
- (iii) printing and distribution charges in connection with any periodic reports to be sent by the Fund to its stockholders;
- (iv) printing costs in connection with certificates evidencing stock interests in the Fund;
- (v) legal fees and expenses and auditing and accounting fees and expenses;
- (vi) any brokerage costs or commissions payable by the Fund in connection with the purchase or sale of any portfolio assets by or for the Fund; and
- (vii) any taxes or imposts payable by the Fund in respect of its activities and/or assets to any Provincial or other duly constituted taxing authority.

The Agreement between the Fund and the Investment Adviser becomes effective on April 1, 1965 for a term of one year. Thereafter it continues in effect so long as such continuance is specifically approved at least annually by a majority of the directors of the Fund including a majority of those directors who are not affiliated persons (as defined in the Investment Company Act of 1940 of the U.S.A.) of the Investment Adviser or by a vote of a majority of the outstanding voting securities of the Fund, subject to the termination provision mentioned below. Either party has the right to terminate the Agreement without penalty upon sixty (60) days' notice in writing, which notice may be waived in writing by either party provided that such termination by the Fund shall be directed or approved either by the affirmative vote of a majority of the board of directors of the Fund in office at the time or by an affirmative vote of a majority of the outstanding securities of the Fund.

The full names and home addresses of the directors and executive officers of the Investment Adviser, the principal companies of which they are officers or directors and their principal occupation during the last 5 years are as follows:

EDWARD MORTON COWETT, 14 Chemin du Vengeron, Chambesy.
Geneva, Switzerland.

A director of the investment manager; a director of I.O.S. of Canada Ltd. and also an officer and/or director of many of the subsidiary or affiliated corporations of I.O.S., Ltd. (S.A.); General Counsel of I.O.S., Ltd. (S.A.); from 1956 to June, 1963 engaged in the practice of law in New York City; from July 1961 to June 1963, a partner in the law firm of Feldman, Kramer, Bam, Nessen & Cowett. Since June 1963 General Counsel of I.O.S. Ltd. (S.A.).

ROBERT FREDERICK SUTNER, 56 Balsam Drive,
Baie D'Urfe, Quebec.

President, and a director of the investment manager; President, Treasurer and a director of I.O.S. of Canada Ltd., director of I.O.S., Ltd. (S.A.), 119 Rue de Lausanne, Geneva, Switzerland. From 1959 to the present, Mr. Sutner has been associated with I.O.S., Ltd. (S.A.) in various sales and managerial capacities, both in respect of I.O.S., Ltd. (S.A.) and certain of its subsidiaries.

RAFAEL DONALD PEARSON, 5250 Dudemaine St.,
Montreal, Quebec.

Director, Treasurer and Secretary of the investment manager; from January 1965 to present Assistant Secretary of I.O.S. of Canada Ltd.; 1963-1964 self employed as an Accounting Systems Consultant; 1960-1963 Systems Consultant, Royal McBee Corporation.

(6) The auditors of the Fund are Arthur Andersen & Co., Chartered Accountants, 44 King Street West, Toronto, Ontario.

(7) The registrar and transfer agent of the shares in the capital stock of the Fund is The Royal Trust Company at its offices at 66 King Street West, Toronto.

(8) The authorized capital of the Fund is \$2,000,100 consisting of 2,000,000 common shares and 100 deferred shares all of the par value of \$1 each. As of the date of this prospectus 96,441 common shares have been issued, of which 37,751 have been redeemed and of which 58,690 are outstanding as fully paid leaving a balance of 1,903,559 common shares unissued. No deferred shares have been issued.

(9) The rights, privileges, limitations, qualifications and restrictions attaching to the common shares and deferred shares, there being no rights of conversion or exchange, are as follows:

1. Deferred shares may not be issued except with the approval of the holders of the common shares evidenced by a resolution passed by not less than three-quarters ($\frac{3}{4}$) of the votes cast at a special general meeting of the common shareholders of the Company duly called for the purpose.

2. Each common share and each deferred share shall entitle the holder thereof to one (1) vote at all meetings of shareholders of the Company.

3. Common shares and deferred shares shall rank equally with respect to any and all payments made to shareholders of the Company whether by way of dividends or by way of distribution of capital, excepting that deferred shares shall not be subject to redemption or purchase for cancellation.

4. Each registered holder of common shares of the Company shall be entitled to require the Company to the extent that it shall have any paid-in surplus available for the purpose and out of such paid-in surplus, to purchase for cancellation common shares of the Company up to the number of common shares of which he is the registered holder at the time, and which may be offered to it by such registered holder by written or telegraphic offer signed by the said registered holder addressed to the Company at such office or agency as the Company may designate, or failing such designation at the head office of the Company, on any day that the Toronto Stock Exchange shall be open for a full session. In the event that the offer shall have been received on other than such a day, it shall at the discretion of the Company be deemed to have been received on the day of receipt or on the next succeeding day after receipt that the said Exchange is so open. In addition to the aforesaid right of each registered shareholder to require the Company to purchase common shares of the Company, any person, firm, company, corporation or body politic designated by the Company (hereinafter called the "designated person") shall have the right, notwithstanding that such designated person may not be a registered holder, to require the Company to the extent that it shall have any paid-in surplus available for the purpose and out of such paid-in surplus to purchase for cancellation any common shares of the Company which may be offered to it by such designated person by presentation of a written offer addressed to the Company at such office or agency as the Company may designate, or failing such designation at the head office of the Company, on any day that the Toronto Stock Exchange shall be open for a full session.

The common shares represented by any valid offer received by, or presented to the Company as aforesaid, shall for the purpose of determining the net asset value be deemed to be outstanding until one (1) hour after the next determination of the said net asset value as described below and thereupon and for a period of ten (10) days, the purchase price thereof shall be set aside to be paid against presentation and surrender by the registered holder or designated person who submitted the said offer of a certificate or certificates for such common shares registered in the case of a registered holder in his name, in proper negotiable form, that is to say, duly endorsed in blank, witnessed and properly guaranteed, provided that:

(i) the Company may accept from the designated person and pay the purchase price thereof against presentation and surrender of a certificate or certificates for such shares in proper negotiable form, that is to say, duly endorsed in blank, witnessed and properly guaranteed but not registered in the name of the designated person;

(ii) whether the notice was received from a designated person or from a registered holder, if the said certificates are not so presented within the said period of ten (10) days the Company shall, if the net asset value of the Company's common shares as at the end of the said ten (10) days has decreased below the net asset value at the time of the receipt of the offer, consider the notice as null and void for all purposes and shall in the case where notice was received from a registered holder, if the net asset value of the Company's common shares at the end of the said ten (10) days has increased above the net asset value at the time of the receipt of the offer, strike the said registered holder's name from the Company's share register and deposit the said purchase price with the Company's bankers in a separate account to be paid against subsequent delivery of the said certificate or certificates.

The price per share to be paid shall be paid in lawful money of Canada and shall, subject to the next paragraph below, be the net asset value per share as determined by the Company as at the next succeeding determination of the said net asset value after the receipt by the Company of a valid offer to have common shares purchased for cancellation from a registered holder of common shares on presentation thereof by a designated person.

Notwithstanding the foregoing and in order to protect the remaining common shareholders the Company shall have the right:

(a) to require not more than ten (10) days' written notice addressed to the Company of any offer by any registered holder of common shares or any designated person to have such shares purchased at the said net asset value which period may be extended by the Company during the said ten (10) days for such time as the Toronto Stock Exchange may during the said ten (10) days have been closed for business or open upon a restricted basis, and

(b) to deliver assets in whole or in part in kind in lieu of cash all under such reasonable rules and regulations as may be determined by the Company from time to time.

For all purposes the net asset value of each common share at any time shall be determined by deducting from the then market value of the assets of the Company the liabilities of the Company (except the liability for capital stock) and by dividing the amount by which the assets exceed the liabilities of the Company as so determined by the total number of shares of the capital stock of the Company of all classes at that time outstanding. In determining the market value, listed securities shall be valued at the last published quotation before the determination of the said net asset value unless such last quotation shall not be deemed by the Company to be reasonable or fair value when measured in comparison with the "bid" and "ask" quotations at that time, in which event such securities shall be appraised in the same manner as unlisted securities. In determining appraised value of securities or other assets which are not listed or which have not been traded on the particular day the Company shall place a reasonable value (not to exceed the "ask" price, if any, or to be less than the "bid" price, if any, of the particular asset) and in placing such reasonable value upon a security or other asset the Company shall apply the policy to admit new shareholders only under such conditions as they will be substantially on terms of equality with existing shareholders and that withdrawing shareholders shall receive substantially only their fair *pro rata* share of the cash value of the corporate assets.

For all purposes the net asset value shall be determined by the Company as soon as possible after the close of the Toronto Stock Exchange on each business day upon which such Exchange is open for a full session, such net asset value to become effective one (1) hour after the close and to remain in effect until one (1) hour after the close of the next succeeding day upon which the said Exchange is open for a full session, provided, however, that the Company may in its discretion cause to be made a more frequent determination of the net asset value providing such determination is made during a time when the Toronto Stock Exchange is open which shall become effective one (1) hour after the time as of which such net asset value is determined and shall continue in effect until one (1) hour after

the close of the Toronto Stock Exchange on the day upon which such determination was made or until one (1) hour after the next determination has been made whichever shall be earlier.

All references herein to the taking of any action by the Company shall mean the exercise by resolution of its board of directors of the powers so conferred on the Company or the exercise thereof by one (1) or more officers of the Company authorized by resolution of the board of directors to exercise such powers.

Upon purchase of any common shares of the Company for cancellation the Company shall forthwith certify to the Secretary of State of Canada the number of such shares so purchased and thereupon the shares so purchased for cancellation shall be immediately cancelled and shall not be re-issued.

The Supplementary Letters Patent of the Company provide that the Company may issue share warrants subject to the following conditions:

(a) The Company may, with respect to any shares which are fully paid up, upon the deposit of the share certificate, if any, issue under the signature of the proper officer in accordance with the Company's by-laws in that behalf a share warrant stating that the bearer of the warrant is entitled to the shares and may provide by coupon or otherwise for the payment of the future dividends on such shares.

(b) The directors may from time to time by resolution determine and from time to time vary the conditions upon which share warrants shall be issued and, in particular, conditions upon which a new share warrant or coupon will be issued in the place of one (1) worn out, defaced, lost or destroyed, upon which the bearer of a share warrant shall be entitled to attend and vote at meetings of shareholders, upon which a share warrant may be surrendered and the name of the bearer entered in the register of shareholders in respect of the shares therein specified.

(c) The directors may make and from time to time vary regulations respecting the language and form of such share warrants and coupons providing for the payment of dividends thereon and in respect of any and all other matters affecting the rights of holders of share warrants; the bearer of a share warrant shall be subject to the conditions and regulations for the time being in force whether made before or after the issue of such share warrant and the bearer of a share warrant shall be deemed to be a shareholder of the Company to the full extent subject always to the provisions of the Companies Act and the regulations for the time being in force.

(10) There are no bonds or debentures of the Fund outstanding or proposed to be issued, nor are there any other securities issued or proposed to be issued, which if issued, will rank ahead of or *pari passu* with the securities hereby offered.

(11) The Royal Trust Company, 66 King Street West, Toronto, Ontario, is the Trustee for the Regent Fund Retirement Trust and is the Custodian of all securities owned by the Fund. Shares of the Fund represented by outstanding Share Warrants are also held by The Royal Trust Company. Reference is hereby made to the statement of fees payable to The Royal Trust Company set forth in this Prospectus on Page 4.

(12) No substantial indebtedness is or is intended to be created or assumed by the Fund which is not shown in the balance sheet as at December 31, 1964 appearing on page 6 of this Prospectus to which reference is hereby made.

(13) No options have been given or are proposed to be given on any shares of the Fund. I.O.S. of Canada Ltd. has been appointed distributor for the sale of unissued common shares of the Fund which will be offered to the public by I.O.S. of Canada Ltd. and through selected registered security dealers.

(14) Pursuant to an agreement dated as of May 17, 1963 between the Fund and I.O.S. of Canada Ltd., as distributor, arrangements have been made whereby I.O.S. of Canada Ltd. will offer the unissued

common shares of the Fund directly to the public and through selected registered security dealers. The common shares will be offered at their net asset value, determined as set out in paragraph (9) hereof, plus sales commissions. Sales commissions are paid on the following basis: Purchase of from \$1 to \$9,999 — 8.5%, \$10,000 through \$24,999 — 7.5%, \$25,000 through \$49,999 — 6%, \$50,000 through \$99,999 — 4%, \$100,000 through \$249,999 — 3%, \$250,000 through \$499,999 — 2%, \$500,000 and over — 1%. The said sales commissions will be received by the distributor who will pay a portion thereof to any registered security dealer through whom the shares are sold.

(15) The 2,000,000 common shares of the Fund (less common shares already issued) and share warrants representing such shares are the only classes of securities offered by this prospectus. The authorized common shares of the Fund are issuable from time to time for a consideration of such amount that when the commission hereinbefore mentioned is deducted therefrom the resulting difference is not less than the quotient obtained by dividing the value of the Fund's total net assets by number of shares of all classes outstanding. The issue price determined on the date of application is payable in cash with the application. The directors have determined that of the consideration received for the issue of each common share, \$1.00, the par value, shall be credited to capital, and the excess shall be credited to contributed surplus except for an amount to be set aside for participation in reinvested net income. During the two fiscal years preceding the date of this Prospectus 7581 common shares with a par value of \$1.00 each in the capital stock of the Company were issued for a total consideration in cash of \$53,739 and during the said period of two years the Company redeemed 1651 of its said common shares for a total redemption price paid in cash of \$9,712. The balances at credit of the Company's contributed surplus accounts are available for the purchase of common shares for cancellation. The balances at credit of reinvested net income and amounts received for participation in reinvested net income included in price of shares sold are available for payment of dividends.

(16) The estimated net proceeds to be derived from the shares offered hereby will depend on the issue price thereof and the commission determined as set forth herein and, accordingly, no estimate of such net proceeds can be made.

(17) The proceeds realized from the sale of the Fund's shares will provide monies for investment by way of addition to the Fund's portfolio in accordance with its investment policy. Reference is hereby made to the caption "Investment Policy" on pages 1 and 2 of this prospectus.

(18) No minimum amount must in the opinion of the directors be raised by the sale of the common shares offered by this prospectus.

(19) The Fund has entered into an agreement dated as of May 17, 1963, with I.O.S. of Canada Ltd. as distributor for the Fund's shares. Such shares may be sold directly to the public, to selected registered security dealers and to The Royal Trust Company as Trustee of the Regent Tax Saving Retirement Trusts referred to elsewhere in this prospectus. In respect of each such type of sale, distributor's commissions will be payable in accordance with the agreement with I.O.S. of Canada Ltd.

(20) The by-laws of the Fund provide that the directors of the Fund shall receive such remuneration as the board of directors shall fix from time to time. Reference is made to paragraph 5 hereof for a statement of the fees payable to the Investment Adviser.

(21) The aggregate remuneration paid by the Fund during its last financial year to the directors of the Fund as such was Four Hundred Dollars (\$400) and the aggregate remuneration estimated to be payable during the current financial year to directors of the Fund as such is not in excess of One Thousand Dollars (\$1,000). No officer of the Fund individually received or is entitled to receive remuneration in excess of Ten Thousand Dollars (\$10,000) per annum.

(22) No amount has been paid within the two preceding years or is payable as a commission by the Fund for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any securities of the Fund other than the commissions set forth in paragraph 14 hereof.

(23) The Fund has been carrying on business for more than one year.

(24 & 25) No property has been purchased or acquired by the Fund or is proposed to be purchased or acquired the purchase price of which is to be defrayed in whole or in part out of the proceeds of the issue of the shares offered hereby or have been paid within the last two preceding years or is to be paid in whole or in part in securities of the Fund or the purchase or acquisition of which has not been completed as of the date hereof other than securities purchased and to be purchased by the Fund in the ordinary course of operations of the Fund.

(26) No securities have been issued or agreed to be issued within the two preceding years as fully or wholly paid up otherwise than in cash, full payment of which has and will be received before the issuance of any such shares.

(27) No obligations are offered by the Fund.

(28) No services have been rendered or are to be rendered to the Fund which are to be paid for by the Fund wholly or partly out of the proceeds of the securities offered save as set forth in paragraph 5 hereof, or have been within the last two preceding years or are to be paid for by securities of the Fund.

(29) No amount has been within the two preceding years or is intended to be paid by the Fund to any promoter as such.

(30) No material contract has been entered into by the Fund within the two years prior to the date of this prospectus other than contracts in the ordinary course of business and other than the agreement dated April 25, 1961 appointing Templeton Investment Advisers, Ltd., as investment adviser to the Fund and an amendment thereto dated November 22, 1961 by which the investment adviser waived its right to receive the management fee provided thereunder, subject to the withdrawal of such waiver on ninety (90) days' notice to the Fund, and the agreement dated February 28, 1961 appointing Templeton Investment Managers of Canada Ltd., as distributor for the Fund, and an amendment thereto dated November 22, 1961 by which the distributor undertook, effective from January 1, 1961, to pay all the expenses of the Fund (other than income and corporation taxes) subject to the withdrawal of such undertaking on 90 days' notice to the Fund and a further amendment thereto dated April 25, 1962 by which the distributor agreed, subject to the terms thereof, to sell the shares of the Fund to the public through registered security dealers. The aforesaid agreements were terminated on the 17th day of May, 1963, and the Fund has entered into agreement as of that date respectively with I.O.S. of Canada Ltd. providing for the distribution of the common shares in the capital stock of the Fund and with Regent Fund Advisers (1963) Ltd., a wholly-owned subsidiary of I.O.S. of Canada Ltd. for the management of the Fund. The agreement between the Fund and Regent Fund Advisers (1963) Ltd. terminated on the 31st day of March, 1965 and the Fund and Regent Fund Advisers (1963) Ltd. entered into a new agreement for the management of the Fund dated April 1st, 1965. Copies of the said contracts may be inspected at the offices of I.O.S. of Canada Ltd., Room 450, C-I-L House, 630 Dorchester Boulevard West, Montreal 2, P.Q., during ordinary business hours in the period of primary distribution to the public of the securities hereby offered.

(31) No Director has had any interest in the promotion of, or in any property acquired by the Fund within the preceding two years or proposed to be acquired by the Fund.

(32) The Fund has been carrying on business for more than three years. The Fund has not acquired and does not propose to acquire, either by direct acquisition or indirectly by ownership of shares or otherwise, a business which has been carried on for less than three years, save that the Fund may acquire from time to time as part of its investment portfolio, shares and securities of companies which have carried on business for less than three years.

(33) Until the shares of the Fund achieve wider distribution by virtue of this offer, John Marks Templeton and Noel Marshall Seeburg, Jr. will be in a position and entitled to elect or cause to be elected a majority of the directors of the Fund.

(34) Since its inception in 1956, the Fund has paid the following dividends:

May 1, 1958	—	10¢ per share
December 1, 1958	—	10¢ per share
June 15, 1959	—	3¢ per share
September 15, 1959	—	3¢ per share
December 15, 1959	—	3¢ per share
March 15, 1960	—	3¢ per share
November 9, 1961	—	9¢ per share
December 30, 1963	—	11¢ per share
December 30, 1964	—	19¢ per share

(35) There are no material facts not disclosed in the foregoing, including pages 1 to 11 preceding the Statutory Information.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 40 of The Securities Act (Ontario), by Part X of The Securities Act 1955 (Alberta), by section 13 of the Security Frauds Prevention Act (New Brunswick), by section 40 of The Securities Act (Saskatchewan), by Part VII of the Securities Act of the Province of British Columbia, and under the Quebec Securities Act, and there is no further material information applicable other than in the financial statements or reports where required.

DATED this 30th day of April, 1965.

DIRECTORS

(Signed) JOHN L. SCHROEDER	ROBERT M. FOWLER	} (Signed by) their agent ROBERT F. SUTNER
(Signed) PITER POEL	JAMES HAROLD CRANG	
(Signed) EDWARD M. COWETT	WILSON W. WYATT	
(Signed) ROBERT F. SUTNER		

DISTRIBUTOR

I.O.S. of Canada Ltd. is the only person or corporation having an interest directly or indirectly to the extent of not less than 5% in the capital of Regent Fund Advisers (1963) Ltd.

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Section 40 of The Securities Act (Ontario), by Part X of The Securities Act 1955 (Alberta), by section 13 of the Security Frauds Prevention Act (New Brunswick), by section 40 of The Securities Act (Saskatchewan), by Part VII of the Securities Act of the Province of British Columbia, and under the Quebec Securities Act, and there is no further material information applicable other than in the financial statements or reports where required. In respect of matters which are not within our knowledge, we have relied upon the accuracy and adequacy of the foregoing.

I.O.S. OF CANADA LTD.

by: (Signed) R. D. PEARSON
Assistant Secretary.

THE ROYAL TRUST COMPANY

Custodian, Transfer Agent, Trustee of Regent Tax Saving Retirement Trusts, 66 King Street West, Toronto.

AUDITORS

ARTHUR ANDERSEN & CO.

Chartered Accountants, 44 King Street West, Toronto.

INVESTMENT MANAGER

REGENT FUND ADVISERS (1963) LTD.

C-I-L House, 630 Dorchester Boulevard W., Montreal, P.Q.

DISTRIBUTOR

I.O.S. OF CANADA LTD.

C-I-L House, 630 Dorchester Blvd. West, Montreal, P.Q.

LEGAL COUNSEL

A. D. McALPINE, Q.C.,

55 Yonge Street, Toronto, Ontario.

The Royal Trust Company

CUSTODIAN, TRANSFER AGENT,
TRUSTEE OF REGENT TAX SAVING RETIREMENT TRUSTS,
66 KING STREET WEST, TORONTO

Auditors

ARTHUR ANDERSEN & CO.
CHARTERED ACCOUNTANTS
44 KING STREET WEST, TORONTO

Investment Manager

REGENT FUND ADVISERS (1963) LTD.
C-I-L HOUSE, 630 DORCHESTER BOULEVARD W., MONTREAL, P.Q.

Distributor

I.O.S. OF CANADA LTD.
C-I-L HOUSE, 630 DORCHESTER BLVD. WEST, MONTREAL, P.Q.

Legal Counsel

A. D. McALPINE, Q.C.
55 YONGE STREET, TORONTO, ONTARIO.



I.O.S. OF CANADA LTD. *Principal Offices in Montreal, Toronto, Calgary and Vancouver.*